

to the effective date of the consolidation, or (c) by the Board of Directors of either of the constituent corporations at any time prior to the effective date of the consolidation, if, in the opinion of the Board of Directors of such corporation, the consolidation is impracticable by reason of the number of shares of stock of the constituent corporations, or either of them, which are not voted in favor of the consolidation or by reason of the number of shares of stock of the constituent corporations, or either of them, which are voted against the consolidation or by reason of dissents filed by the stockholders of the constituent corporations or either of them, or (d) by the Board of Directors of either of the constituent corporations at any time prior to the effective date of the consolidation, if a tax ruling, satisfactory to such Board of Directors, has not been obtained from the Internal Revenue Service. In the event of termination and abandonment of this Agreement of Consolidation by the Board of Directors of either of the constituent corporations as above provided, notice shall forthwith be given to the other constituent corporation and thereupon this Agreement of Consolidation, except the provisions of Article IX, shall become wholly void and of no effect and there shall be no liability on the part of either of the constituent corporations or any director, officer or stockholder of either of them in respect thereof, except as provided in Article IX.

ARTICLE XI.

Right to Amend Charter.

The Consolidated Corporation hereby reserves the right to amend, alter, change or rescind any provision contained in its Charter on the effective date of the consolidation, in the manner now or hereafter prescribed by law; and all rights and powers of whatsoever nature conferred in such Charter or herein upon any stockholder, director, officer or any other person are subject to this reservation.

IN WITNESS WHEREOF, Palmetto State Life Insurance Company and Franklin National Life Insurance Company have caused this Agreement of Consolidation to be signed in their respective corporate names by at least a majority of the directors of each of them and their corporate seals to be hereunto affixed and attested by their respective secretaries.

(Continued on Next Page)